FORM, D

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D

PROCESSED

JUN 1 0 2008

THOMSON REUTERS

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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(	OMB	APPR	OVAL

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OMB Number:

3235-0076

Expires:

April 30, 2008

Estimated average burden hours per form...... 16.00

SEC USE ONLY									
Prefix Serial									
	l								
DATE RECEIVED									

Mone	SEC.
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	Mail Processing
Offer and Sale of Limited Partnership Interests	<u> </u>
Filing Under (Check box(es) that apply): ☐ Rule 504 ☐ Rule 505 ☒ Rule 506 ☐ Section 4(6) ☐ ULO	Ε
Type of Filing:   ■ New Filing   Amendment	<u> </u>
A. BASIC IDENTIFICATION DATA	1 211 0 111000
Enter the information requested about the issuer	
Name of Issuer (☐ check if this is an amendment and name has changed, and indicate change.)	Washington, DC
Madrona Venture Fund IV, L.P.	101
Address of Executive Offices (Number and Street, City, State, Zip Code) Tele	phone Number (Including Area Code)
1000 Second Avenue, Suite 3700, Seattle, WA 98104 (206	674-3000
Address of Principal Business Operations (Number and Street, City, State, Zip Code) Tele	phone Number (Including Area Code)
(if different from Executive Offices) Same	e
Brief Description of Business	1)117// 42/01/17// 42/01/17// 42/01/17/01/01/01/01/01/01/01/01/01/01/01/01/01/
Investment holding company	- 122111 66301 12311 66301 6131 6131 6131 6131 6131 6131
Type of Business Organization	
☑ corporation ☐ limited partnership, already formed ☐ other (please specify):	TARAM REAL FORM THAN BEING THEN BEING THAN 1990 IN
☐ business trust ☐ limited partnership, to be formed	<u>`</u> 08047499
Month Year	
Actual or Estimated Date of Incorporation or Organization:    0 5    Actual	☐ Estimated
Lui-li-ti	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:	
CN for Canada; FN for other foreign jurisdiction) D E	

# GENERAL INSTRUCTIONS

### Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

### States

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

# **ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

SEC 1972 (6-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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•.		A. BASIC IDEN	TIFICATION DATA								
2. Enter the information req	uested for the fol	lowing:									
• Each promoter of the issuer, if the issuer has been organized within the past five years;											
• Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;											
Each executive off	Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and										
Each general and managing partner of partnership issuers.											
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	⊠ General Partner						
Full Name (Last name first, Madrona Investment Part											
Business or Residence Addr 1000 Second Avenue, Suite			Code)	The stude							
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ General Partner of the General Partner						
Full Name (Last name first, Madrona IV General Part											
Business or Residence Addr 1000 Second Avenue, Suite			Code)								
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Managing Director of GP of the GP						
Full Name (Last name first, Alberg, Tom	if individual)										
Business or Residence Addr 1000 Second Avenue, Suite	•		Code)								
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Managing Director of GP of the GP						
Full Name (Last name first, Goodrich, Paul	if individual)										
Business or Residence Addr 1000 Second Avenue, Suite	`		Code)								
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Managing Director of GP of the GP						
Full Name (Last name first, Gottesman, Greg	if individual)				•						
Business or Residence Addr 1000 Second Avenue, Suite	•		Code)								
Check Box(es) that Apply	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	☑ Managing Director of GP of the GP						
Full Name (Last name first, McIlwain, Matt	if individual)										
Business or Residence Addr 1000 Second Avenue, Suite	•		Code)								
Check Box(es) that Apply	☐ Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner						
Full Name (Last name first, Gothic Corporation; Goth		ne Duke Endowment									
Business or Residence Address (Number and Street, City, State, Zip Code) 406 Blackwell Street, Suite 300, Durham, NC 27701											

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

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# A. BASIC IDENTIFICATION DATA 2. Enter the information requested for the following: • Each promoter of the issuer, if the issuer has been organized within the past five years; • Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; • Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and • Each general and managing partner of partnership issuers. Check Box(es) that Apply □ Promoter ☑ Beneficial Owner □ Executive Officer □ Director □ General and/or Managing Partner Full Name (Last name first, if individual) Ewing Marion Kauffman Foundation Business or Residence Address (Number and Street, City, State, Zip Code)

4801 Rockhill Road, Kansas City, MO 64110-2046

	_•													
d.	•				B. 1	NFORM	ATION A	BOUT O	FFERIN	G				
													<u>Yes</u>	<u>No</u>
1. 1	Has the iss	uer sold,			intend to a					offering?.				X
2.	What is th	e minim	um inves	tment that	t will be a	ccepted fr	om any in	dividual?					<b>\$</b>	n/a
						•	•						Yes	<u>No</u>
2 1	Jose the o	ffaring n	armit i alı	nt oumard	hin of a ci	nala unit?	1						<u> </u>	
			_		-	-								_
1	or similar listed is ar	remuner associa ker or de	ration for ited perso ealer. If r	solicitation n or agent nore than	on of purc t of a brok five (5) p	hasers in er or deal ersons to	connectio er register	n with sal ed with th	es of secu ne SEC an	irities in t d/or with	he offerin a state or	ely, any commission g. If a person to be states, list the name or dealer, you may		
Full Na	me (Last n	ame first	, if indivio	lual)		• •								
Busines	s or Resido	ence Add	lress (Nun	nber and S	treet, City	, State, Zip	Code)							
Name o	f Associate	ed Broker	r or Deale	r	<del></del>									
States in	Which Po	ercon Lic	ted Has S	olicited or	Intends to	Solicit Pu	rchacere				<del></del>			
States II	1 WHICH F	130H L13	icu mas s	onened of	intends to	Solicit I u	iciascis							
(Che	ck "All Sta	ites" or c	heck indiv	vidual Stat	es)					•••••			□ All	States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
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	:		,	,										
Busines	s or Resido	ence Add	ress (Nun	nber and S	treet, City,	, State, Zip	Code)	· · · · · · · · · · · · · · · · · · ·						
Name o	f Associate	ed Broke	r or Deale	г										
States in	which Po	rson List	ted Has S	olicited or	Intends to	Solicit Pu	rchasers							
													_	
(Che	ck "All Sta	ites" or cl	heck indiv	vidual State	es)				••••		•••••			States
[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL] [MT]	[IL] [NE]	[IA] [NV]	[KS] [NH]	[KY] [NJ]	[LA] [NM]	[ME] [NY]	[MD] [NC]	[MA] [ND]	[MI] [OH]	[MN] [OK]	[MS] [OR]	[MO] [PA]		
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[wv]	[WI]	[WY]	[PR]		
Full Na	me (Last n	ame first,	, if individ	lual)										
Rusines	s or Resido	nce Add	lress (Nun	ober and S	treet City	State Zir	Code)							
			•			, otate, z.p						- · · · · · · · · · · · · · · · · · · ·		
Name o	f Associate	ed Broke	r or Deale	Г										
States in	Which Po	erson List	ted Has S	olicited or	Intends to	Solicit Pu	rchasers							
(Che	ck "All Sta	ites" or cl	heck indiv	idual State	es)								□ All :	States
` [AL]		[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]		
[IL]	[IL]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]		
[MT] [RI]	[NE] [SC]	[NV] [SD]	[NH] [TN]	[NJ] [TX]	[NM] [UT]	[NY] [VT]	[NC] [VA]	[ND] [WA]	[OH] [WV]	[OK] [WI]	[OR] [WY]	[PA] [PR]		
	• -1													

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.) 3 of 9

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box □ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Type of Security Aggregate Offering Price Sold Debt Equity..... ☐ Preferred ☐ Common Convertible Securities (including warrants)......\$\_ Other (Specify) Answer also in Appendix, Column 3, if filing under ULOE. 2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Number Aggregate Dollar Amount Investors of Purchases 43 233,000,000 Non-accredited Investors..... n/a \$ Total (for filings under Rule 504 only) n/a \$ Answer also in Appendix, Column 4, if filing under ULOE. 3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1. Type of Dollar Amount Security Sold Type of offering Rule 505 n/a \$ n/a Regulation A n/a \$ Rule 504 n/a \$\_ Total 4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees.

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130,000

130,000

Printing and Engraving Costs

Legal Fees 

Accounting Fees 

Engineering Fees 

Sales Commissions (specify finders' fees separately)

<del></del>					
C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSE	S AN	D USE OF PROCEE	DS	
b. Enter the difference between the aggregate offering total expenses furnished in response to Part C – Que proceeds to the issuer."	\$ <u>249,870,000</u>				
<ol> <li>Indicate below the amount of the adjusted gross proceed each of the purposes shown. If the amount for any pur the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part C - Q</li> </ol>	pose is not known, furnish an estime payments listed must equal the a	ate an	id check		
			Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees	······································		<b>S</b>		\$
Purchase of real estate			<b>S</b>		<b>s</b>
Purchase, rental or leasing and installation of machin	nery and equipment		s		\$
Construction or leasing of plant buildings and facilit	i <b>es</b>		<b>s</b>		<b>S</b>
Acquisition of other businesses (including the value offering that may be used in exchange for the assets pursuant to a merger)	or securities of another issuer		s		s
Repayment of indebtedness			s		<b>s</b>
Working capital	,,		. <b>s</b>		s <u>249,870,000</u>
Other (specify):					
	<del></del>		s		s
Column Totals	<u> </u>	<b>9</b>	s <u>o</u>	Œ	\$ <u>249,870,000</u>
Total Payments Listed (column totals added)			<b>E</b> \$	249,87	<u> 0.000</u>
	D. FEDERAL SIGNATURE		•		
The issuer has duly caused this notice to be signed by the ignature constitutes an undertaking by the issuer to furninformation furnished by the issuer to any non-accredited in	sh to the U.S. Securities and Exch	ange (	Commission, upon wr		
ssuer (Print or Type)	Signature	1		Date	, ,
Madrona Venture Fund IV, L.P.	They like		İ	4	0/5/08
lame of Signer (Print or Type)	Title of Signer (Print or Type)		•		
By: Madrona Investment Partners IV, L.P., General Partner,	Authorized Officer of General	Partz	ner		
By: Madrona IV General Partner, LLC, General 'artner					
By Troy Cichos					

# ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)